



CONSTITUTION OF

PORT PHILLIP COMMUNITY GROUP LIMITED

A COMPANY LIMITED BY GUARANTEE

TABLE OF CONTENTS

INTERPRETATION	5
DEFINITIONS	5
INTERPRETATION	7
PURPOSE AND OBJECTS	8
PURPOSE.....	8
OBJECTS.....	8
LIABILITY OF MEMBERS	8
CONTRIBUTION ON WINDING UP.....	8
PROHIBITED AMALGAMATIONS	9
APPLICATIONS OF PROPERTY AND INCOME.....	9
MEMBERSHIP	9
WHO CAN BE MEMBERS?.....	9
CATEGORIES OF MEMBER.....	9
MEMBERSHIP RIGHTS	10
APPLICATION FOR MEMBERSHIP.....	10
DIRECTORS TO CONSIDER APPLICATION.....	10
NOTICE OF MEMBERSHIP.....	10
INITIAL AND ANNUAL MEMBERSHIP FEE.....	10
CEASING TO BE A MEMBER	11
EXPULSION	11
RESOLUTION FOR EXPULSION.....	11
RESOLUTION FOR EXPLUSION AT GENERAL MEETING.....	12
GENERAL MEETING	12
ANNUAL GENERAL MEETING AND GENERAL MEETINGS	12
CONVENING OF GENERAL MEETINGS	12
NOTICE OF GENERAL MEETING.....	12
OMISSION TO GIVE AND NON-RECEIPT OF NOTICE	13
PROCEEDINGS AT MEETINGS	13
BUSINESS OF GENERAL MEETINGS.....	13
QUORUM.....	13
CHAIRPERSON	13
ADJOURNMENT IN ABSENCE OF QUORUM	14
ADJOURNMENT.....	14
VOTING	14
DEMAND FOR POLL – DECLARATION OF VOTE ON SHOW OF HANDS	14
TAKING A POLL - ADMISSION OR REJECTION.....	15
CONTINUANCE OF BUSINESS AFTER DEMAND FOR POLL	15
NOTICE OF ADJOURNMENT	15
VOTES OF MEMBERS.....	15
VOTING RIGHTS OF MEMBERS	15

HOW VOTES MAY BE GIVEN	16
REPRESENTATIVES OF ORGANISATION MEMBERS.....	16
APPOINTMENT OF PROXIES	16
FORM AND EXECUTION OF INSTRUMENT OF PROXY	16
ATTORNEYS OF MEMBERS.....	17
VALIDITY OF VOTE GIVEN IN ACCORDANCE WITH INSTRUMENT OF PROXY	17
DIRECTORS.....	17
NUMBER OF DIRECTORS.....	17
QUALIFICATION	18
TIED POSITIONS	18
EXECUTIVE OFFICER	18
NO REMUNERATION	18
TERM OF OFFICE	19
NOMINATION	19
ELECTION	19
COMPANY MAY INCREASE OR REDUCE DIRECTORS.....	19
POWER TO FILL CASUAL VACANCIES AND APPOINT ADDITIONAL DIRECTORS - RETIREMENT OF APPOINTEES	20
CONTINUING DIRECTORS TO ACT IN CERTAIN CIRCUMSTANCES.....	20
COMPANY AUDITOR MAY NOT ACT AS DIRECTOR.....	20
DIRECTORS MAY CONTRACT WITH COMPANY	20
DIRECTOR NOT INTERESTED IN SOME CIRCUMSTANCES.....	21
DIRECTORS AND MEMBERS MAY LEND TO COMPANY	21
ALTERNATE DIRECTORS.....	21
REMOVAL AND VACATION OF OFFICE OF DIRECTORS	21
OFFICE OF DIRECTORS TO BE VACATED IN CERTAIN CIRCUMSTANCES	21
REMOVAL BY COMPANY.....	22
PROCEEDINGS OF DIRECTORS	22
PROCEDURE RELATING TO DIRECTORS' MEETINGS.....	22
CONVENING OF MEETINGS.....	22
CHAIRPERSON	23
VOTES AT MEETINGS	23
POWERS OF MEETINGS	23
DELEGATION OF POWERS TO COMMITTEES	23
PROCEEDINGS OF COMMITTEES	23
VALIDITY OF ACTS.....	24
RESOLUTION IN WRITING	24
POWER OF DIRECTORS	24
GENERAL POWERS OF DIRECTORS.....	24
SPECIFIC POWERS OF DIRECTORS	25
APPOINTMENT OF EXECUTIVE OFFICER AND RETURNING OFFICER	26
APPOINTMENT OF EXECUTIVE OFFICER	26
APPOINTMENT OF RETURNING OFFICER.....	27

MINUTES.....27
 MINUTES 27

SEAL27
 AFFIXING OF SEAL27
 OFFICIAL SEAL.....28

CHEQUES, BILLS, ETC28
 NEGOTIABLE INSTRUMENTS.....28

ACCOUNTS28
 COMPANY TO COMPLY WITH LAW28

AUDIT.....28

NOTICES.....28
 SERVICE OF NOTICES.....28
 WHEN NOTICE DEEMED TO BE SERVED29
 SIGNATURE TO NOTICE.....29
 RECKONING OF PERIOD OF NOTICE29

INDEMNITY OF OFFICERS29
 INDEMNITY OF OFFICERS AND OTHERS.....29

TRANSITIONAL.....31
 DIRECTORS.....31
 MEMBERS31

DISSOLUTION.....31

CONSTITUTION
OF
PORT PHILLIP COMMUNITY GROUP LIMITED
A COMPANY LIMITED BY GUARANTEE

1. INTERPRETATION

1.1. Definitions

In these Rules, unless a contrary intention is apparent:

(a) *City of Port Phillip* means the Port Phillip City Council constituted by order dated 21 June 1994 pursuant to the *Local Government Act 1989* (Vic).

~~*Cities of Stonnington and Glen Eira* means the respective *Stonnington and Glen Eira City Councils* constituted by order dated 21 June 1994 pursuant to the *Local Government Act 1989* (Vic).~~

(b) *Committee* means a Committee formed or appointed under Rule 10.6.

(c) *Company* means Port Phillip Community Group Limited ACN 005 409 334.

(d) ~~*Directors*~~ *Directors mean* all or some of the Directors of the Company acting as a Board.

(e) *Executive Officer* means the Company's Executive Officer from time to time.

(f) *General Meeting* means a meeting of Members of the Company in accordance with the procedures set out in these Rules and otherwise as prescribed by Law;

(g) *Individual Member* means a member who is any person who:

(i) is a natural person; and

(ii) (b) 18 years old or more;

~~is a resident or works in the City of Port Phillip or has~~

~~significant links to the area or the Company; and~~

- (iii) is nominated for membership of the Company by a Member; and
 - (iv) supports the objects of the Company; and
 - (v) uses the services of the Company or is otherwise interested in the activities of the Company; and
 - (vi) is accepted as an Individual Member of the Company under Rule 3.5.
- (h) *Law* means the *Corporations Act 2001* and the Corporations Regulations as defined in the *Corporations Act 2001*.
- (i) *Member* means an Individual Member or an Organisation Member or such other person or organisation who may be admitted to membership pursuant to these Rules.
- (j) *Member present* means a Member present at a general meeting of the Company in person or by duly appointed representative, proxy or attorney.
- (k) ~~month~~*Month* means calendar month.
- (l) *Office* means the registered office from time to time of the Company or its Principal Place of Business.
- (m) *Organisation Member* means a member who is any person that:
- (i) is not a natural person; and
 - (ii) supports the objects of the Company; and

~~operates in the City of Port Phillip; and To be eligible to be a Member, the person must be an individual aged 18 years and over.~~

- (iii) is nominated for membership of the Company by a Member;
- (iv) nominates a natural person to be its representative at all meetings of the Company; and
- (v) is accepted as an Organisation Member of the Company under Rule 3.5.

~~Peninsula Bayside means financial counselling services provided as part of a central intake system and / or nominated location (including Port Hill Community Centre, Leura, Moorabool, Fawkner, Chirnside, Mornington Peninsula, Springvale~~

- (n) *Register* means the Register of Members to be kept pursuant to the Law.

- (o) *Returning Officer* means the Returning Officer appointed pursuant to Rule 12.2.
- (p) *Rules* means the rules of this Constitution as amended from time to time.
- (q) *Seal* means the common seal from time to time of the Company and where the context permits includes any duplicate seal or official seal of the Company.
- (r) *Secretary* includes any person appointed to perform the duties of Secretary of the Company temporarily, and where more than one Secretary has been appointed means any one of such Secretaries
- (s) *Special Resolution* has the meaning it has under the Law.
- ~~(t) *St Kilda Parish Mission* means the Uniting Church Congregation who meet in the City of Port Phillip on a regular basis and who have a nominated minister of religion appointed as their congregation leader.~~
- (u) *Electronic Voting* means an electronic vote of members (including voting using electronic means, computer-mediated voting and voting via electronic mail) conducted in accordance with this Constitution and the Regulations from time to time.

1.2. Interpretation

In these Rules, unless a contrary intention is apparent:

- (a) the headings to the various Rules and parts of Rules do not affect the construction of the Rules;
- (b) a reference to a person includes a natural person, corporation, incorporated association, statutory corporation, the Crown and any other type of legal entity;
- (c) powers conferred on the Company, the Directors, a Committee, a Director or a Member may be exercised at any time and from time to time;
- (d) references to writing and written include any method of representing or reproducing words in a visible form including, without limiting the generality of the foregoing, telegram, telex, facsimile or any other mode of transmission capable of producing or reproducing words in visible form;
- (e) unless otherwise defined in these Rules, words which are given a meaning in the Law have the same meaning in these Rules;
- (f) the references to notices in Rules 18.1 to 18.4 (both inclusive) include not only formal notices of meetings but also all documents and other

communications from the Company to the Members but do not include cheques; and

- (g) words importing the singular include the plural and vice versa and each gender includes each other gender.

2. PURPOSE AND OBJECTS

2.1. Purpose

The Principal Purpose of the Company is to provide benevolent, charitable and not for-profit relief to people in need, in particular:

~~The Company's purpose is to:~~

(a) ~~provide centre-based and outreach services to people from a range of backgrounds usually with complex issues, and in financial hardship or poverty, including information, referrals to other service providers, support, advocacy, and education and training services, financial counselling, and creative and recreational activities~~ to persons and organisations ~~primarily but not exclusively in~~ the City of Port Phillip, ~~parts of the Cities of Stonnington and Glen Eira, and via Bayside Peninsula Financial Counselling Service,~~ with a view to promoting equity, ~~social inclusion, developing community~~ resilience, social responsibility and awareness ~~primarily but not exclusively~~ within the ~~community of these Cities and localities~~ of Port Phillip; and

(b) ~~reduce the structural reasons for inequity through innovative, client-directed services and programs that take into account the context of the individual and the community,~~
~~create public awareness of and devote resources to the tasks of establishing developing a socially responsible citizens and communities in these City of Port Phillip areas.~~

2.2. ~~Objects~~ Supporting Purposes

In support of the Principal Purpose, the Supporting Purposes of the Company are to:

~~The objects for which the Company is established are:~~

- (a) to deliver high quality advocacy, counselling, referral, support, information and community education services;
- (b) to deliver services through a community development ~~process~~ ens accessible to persons and organisations ~~primarily but not exclusively in~~ the City of Port Phillip ~~in a variety of contexts between equals working towards a common goal;~~
- (c) to promote and undertake social action and social inclusion and advocacy to reduce inequity, social exclusion and poverty; and
- (d) to facilitate the development of programs and services which meet the changing needs of the community and are consistent with, necessary or desirable to support and further the Principal Purpose.

2.3. Liability of Members

The liability of the Members is limited.

PPCG Constitution – 2022 2014

Page 9

Formatted: Font: 12 pt

2.4. Contribution on Winding Up

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound-up while he, she or it is a Member or within one year afterwards. Every Member's contribution will be:

- (a) for the payment of the debts and liabilities of the Company contracted before he, ~~she, they~~ ceases to be a Member;
 - (b) the costs, charges and expenses of winding up the same; and
 - (c) the adjustment of the rights of the contributories among themselves,
- such amount as may be required not exceeding **Ten Dollars (\$10.00)**.

Commented [RY1]: Community Health Services limit to \$1

2.5. Prohibited Amalgamations

The Company shall not amalgamate with, become a member of or support with its funds any company, corporation, society, association or organisation:

- (a) which does not satisfy the criteria for a public benevolent institution under Item 4.1.1 of Table 30-45(1) in Division 30 of the *Income Tax Assessment Act 1997* or any amendment to that legislation; and
- (b) which does not prohibit the distribution of its income and property among its members to an extent at least as great as provided in Rule 21.

2.6. Applications of Property and Income

The income and property of the Company whenever derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding a proper commercial rate nor prevent the payment of the reasonable and proper rent for premises demised or let by any member of the Company to the Company.

3. MEMBERSHIP

3.1. Who can be Members?

The Members of the Company will be such persons as the Directors may admit to membership in accordance with these Rules.

3.2. Categories of Member

- (a) A person may be admitted as a Member in one of the following categories of membership:
 - (i) Organisation Member; or
 - (ii) Individual Member; or
 - (iii) such other category of membership as the Directors shall from time to time deem fit.

3.3. Membership Rights

All Members will be entitled:

- (a) to attend general meetings of the Company and to vote on matters to be decided at such meetings;
- (b) to inspect copies of all minutes of all general meetings of the Members; and
- (c) to receive publications from the Company.

3.4. Application for Membership

Every application for membership of the Company must be made in writing, signed by the applicant in the form approved by the Directors from time to time, and forwarded to a Director or Secretary or the Office.

3.5. Directors to Consider Application

All applications for membership are to be considered by the Directors at a meeting of Directors who may determine in their sole discretion to accept or reject the application. In no case will the Directors be required to give any reason for a rejection.

3.6. Notice of Membership

When an applicant has been accepted for membership, the Secretary must forthwith send to the applicant written notice of admission to membership.

3.7. Initial and Annual Membership Fee

~~Within 14 days after receiving written notice of admission to membership in accordance with Rule 3.6, the applicant must pay an initial membership fee to the Company by forwarding the sum of \$2.00 to the Secretary, failing which the written notice of admission to membership may be automatically revoked by the Directors.~~

No fees are payable to the Company in order to apply to become, be admitted as or continue as a Member.

3.8. **Ceasing to be a Member**

- (a) A Member may at any time by giving notice in writing to the Secretary and paying any outstanding fees resign as a Member but will continue to be liable for any sum not exceeding ten dollars (\$10.00) under Rule 2.4 of these Rules.
- (b) A Member will cease to be a Member if -
 - (i) the Member, being a natural person -
 - (A) dies; or
 - (B) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health,
 - (ii) the Member, being a partnership, is dissolved;
 - (iii) the Member, being a body corporate, is deregistered or subject to any form of insolvency administration; or
 - ~~(iv)~~ the Member fails to pay any monies due to the Company within one month after the due date; ~~and/or~~

3.9. **Expulsion**

If any Member ~~willfully~~wilfully refuses or neglects to comply with the provisions of these Rules or has engaged in any conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of the Company, the Directors may expel that Member from the Company and remove that Member's name from the Register.

3.10. **Resolution for Expulsion**

At least one week before the meeting of the Directors, at which a resolution for expulsion of a Member is passed, the Member must be given notice:

- (a) of that meeting;
- (b) of what is alleged against the Member;
- (c) of the intended resolution for expulsion; and

- (d) that the Member will have the opportunity at the meeting and before the passing of the resolution of giving orally or in writing any explanation or defence the Member may think fit.

3.11. **Resolution for Expulsion at General Meeting**

A Member may elect, by notice in writing lodged with the Directors at least twenty-four hours before the time for holding the meeting at which the resolution for expulsion is to be considered by the Directors, to have the question of that Member's expulsion dealt with by the Company in general meeting. In that event the question of that Member's expulsion will be dealt with at the next general meeting of the Company. If at that general meeting a resolution for the expulsion of the Member is passed by a majority of two-thirds of those present, entitled to vote and voting (such vote to be taken by ballot) the Member will be expelled and the Member's name removed from the Register.

4. **GENERAL MEETING**

4.1. **Annual General Meeting and General Meetings**

Subject to the Law, a general meeting shall be held at least once in every year within the period of five months following the end of each financial year of the Company. Each general meeting shall be held at such time and place as may be determined by the Directors. Each general meeting before which the annual financial reports of the Company are to be laid shall be called an annual general meeting. All other meetings of the Company shall be called general meetings.

4.2. **Convening of General Meetings**

A general meeting of the Company may be convened by any Director at such time and place as he or she thinks fit and otherwise as permitted or required by the Law. In the case of a general meeting called in pursuance of a requisition of Members, no business other than that stated in the resolution as the object of the meeting will be transacted save with the consent of a resolution of a majority of the Directors.

4.3. **Notice of General Meeting**

Subject to the provisions of the Law, not less than twenty-one (21) days' notice in writing of any general meeting specifying the place, day and hour of the meeting and in the case of special business the general nature of such business must be given in *the* manner prescribed by the Law to the Members entitled to be present at that meeting and to the auditor for the time being of the Company.

Notice of a general meeting must specify the meeting's format, place, date and time, and include Electronic Voting instructions if applicable

Omission to Give and Non-Receipt of Notice

Subject to the provisions of the Law, the non-receipt of a notice by or the accidental omission to give a notice to any of the Members of any general meeting will not invalidate any resolution passed at any such meeting.

5. PROCEEDINGS AT MEETINGS

5.1. Business of General Meetings

The business of an annual general meeting will be all or any of the following, namely to receive and consider the balance sheet, the profit and loss account, and the reports of the Directors and of the auditor for the time being of the Company, to elect Directors and to transact any other business which, under the Law or these Rules, is required to be transacted at any annual general meeting and any business which is brought under consideration by any reports of the Directors issued with the notice convening the meeting. All other business transacted at an annual general meeting and all business transacted at any other general meeting is deemed to be special. The auditor is entitled to attend and be heard on any part of the business of any general meeting which concerns him or her as auditor.

5.2. Quorum

A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.

The quorum for a general meeting is not less than two (2) Members, present in person or by representative, proxy or attorney and entitled to vote at that meeting. No business shall be transacted at any meeting (other than an adjourned meeting under Rule 5.5) except the election of a Chairperson and the adjournment of the meeting, unless the requisite quorum is present when that meeting proceeds to business.

5.2.1 Meeting Format and Use of technology

5.2.1 Subject to the Corporations Act, a general meeting may be held as a physical meeting in two or more places, as a wholly virtual meeting, or as a hybrid of them, as determined by the Board acting reasonably.

5.2.2 Such meetings must be held using any technology approved by the Board that gives Members as a whole a reasonable opportunity to participate.

5.3. Chairperson

- (a) The person who immediately before any general meeting is Chairperson of Directors is entitled to take the chair at such meeting, or if there is no Chairperson, or if at any general meeting he or she is not present within fifteen (15) minutes after the time appointed for holding the meeting, or being present, is unwilling to act as Chairperson of the meeting, the Directors present may choose another Director as Chairman of that

meeting and if no Director is present or if each Director is unwilling to act as Chairman of the Meeting, the Members present shall choose one of their number to be Chairperson of that meeting.

- (b) The Chairperson is responsible for the general conduct of meetings of the Company and for the procedures to be adopted at them. Except as otherwise required by the Law or by these Rules, the Chairperson of any general meeting may at any time he or she considers it necessary or

desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any question, motion or resolution being considered by the meeting and require such question, motion or resolution to be put to a vote of the Members present and entitled to vote, in which case a vote shall be taken on the question, motion or resolution without further debate or discussion by the Members present. The Chairperson may require the adoption of such procedures as in his or her opinion are necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company whether on a show of hands or on a poll or ballot.

5.4. **Adjournment in Absence of Quorum**

If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of members in accordance with the Law, will be dissolved, but in any other case it will stand adjourned to the same day in the next week at the same time and place, and, if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for holding the meeting, the meeting will be dissolved.

5.5. **Adjournment**

The Chairperson of a general meeting or of an adjourned meeting may at any time during the course of such meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by such meeting or any debate or discussion in relation to it and may adjourn any such business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting. In the event of the Chairperson exercising his or her rights of adjournment of a meeting pursuant to this Rule he or she will have the sole discretion to decide whether to seek the approval of the Members present to that adjournment and, unless the Chairperson exercises his or her discretion in that regard, no vote shall be taken by the Members present in respect of any such adjournment.

5.6. **Voting**

Every question submitted to a meeting must be decided in the first instance by a show of hands of the Members present and entitled to vote, and, in the case of an equality of votes, the Chairperson shall, both on a show of hands and at a poll, not have a casting vote in addition to the vote or votes to which he or she may be entitled as a Member or as a proxy, attorney or duly appointed representative of a Member.

5.7. **Demand for Poll – Declaration of Vote on Show of Hands**

At any meeting, unless a poll is demanded (before or upon the declaration of the result of the show of hands) by: -

the Chairperson; or

(e)(b) at least five Members then present and entitled to vote, whether personally or by representative, proxy or attorney,

a declaration by the Chairperson that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company, signed by the Chairperson of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded either immediately before or immediately after any question is put to a show of hands.

5.8. Taking a poll - Admission or Rejection

If a poll is demanded under Rule 5.7, it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairperson will determine the dispute and his or her determination made in good faith shall be final and conclusive and not questioned.

5.9. Continuance of Business after Demand for Poll

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll will not be demanded on the election of a Chairperson of a meeting and a poll demanded on any question of adjournment shall, subject to Rule 5.7, be taken at the meeting and without adjournment.

5.10. Notice of Adjournment

If any general meeting is adjourned for more than one month, a notice in writing of such adjournment must be given to all the Members in the same manner as if it were a notice of a general meeting called to consider a Special Resolution.

6. VOTES OF MEMBERS

6.1. Voting Rights of Members

Subject to any rights or restrictions on voting from time to time affecting any class of Member, every Member present in person or by representative, proxy or attorney has one vote at a general meeting.

6.2. How Votes may be Given Voting - show of hands / poll

Votes may be given personally or by representative, proxy or attorney, as provided in these Rules.

6.2.1 By default, resolutions at general meetings held in person must be voted on by a show of hands. Voting at a hybrid meeting or a wholly virtual meeting will be by ballot, which may occur via Electronic Voting.

6.2.2 A poll to elect a meeting chair or adjourn the meeting must be taken immediately and may occur via Electronic Voting. Polls must otherwise be taken at that meeting in the manner directed by the meeting chair.

6.3.6.3. Representatives of Organisation Members

Any Organisation Member entitled to vote, may by resolution of its directors or by an instrument of proxy authorise any person, though not a Member of the Company, to act as its representative at meetings, and that representative, in accordance with that authority and until that authority is revoked by the Organisation Member, which he or she represents, is entitled to exercise the same powers on behalf of the Organisation Member which he or she represents as that Organisation Member could exercise if it were a natural person who was a Member.

6.3.6.4. Appointment of Proxies

- (a) Any Member may appoint another person to vote on the Member's behalf and may direct the proxy to vote either for or against or abstain from voting on each or any resolution.
- (b) A proxy may but need not be a Member.
- (c) The instrument appointing a proxy (and power of attorney, if any, under which it is signed or proof of that power to the satisfaction of the Directors) must be deposited, duly stamped (if necessary) or electronically transmitted, at or to the Office (or such other place or places as the Directors may determine from time to time) not less than forty-eight hours before the time for the holding of the meeting or adjourned meeting or poll at which the person named in that instrument proposes to vote. An instrument appointing a proxy will not, except as provided in this Rule, be valid after the expiration of twelve months following the date of its execution.
- (d) Any Member who is or intends to be absent or resident abroad may deposit at or electronically transmit to the Office an instrument duly stamped (if necessary) appointing a proxy and such appointment shall be valid for all meetings whatever during that absence or residence abroad and until it is revoked.

6.4.6.5. Form and Execution of Instrument of Proxy

An instrument appointing a proxy shall be in writing under the hand of the Member or the Member's attorney or if the Member is a corporation under its common seal or under the hand of a duly authorised officer but need not be witnessed and may be in the usual common form or in such other form as the Directors may from time to time prescribe or accept. The instrument of proxy

will be deemed to include the right of the proxy to demand or join in demanding a poll and will (except to the extent to which the proxy is specially directed to vote for or against any proposal) include power for the proxy to act generally at the meeting for the person giving the proxy. An instrument will unless the contrary is stated in it be valid as well for any adjournment of the meeting as for the meeting to which it relates.

6-5-6.6. Attorneys of Members

Any Member entitled to vote at all or certain specified meetings of the Company may, by duly executed power of attorney, appoint an attorney to act on behalf of the Member at those meetings and that power of attorney or proof of it to the satisfaction of the Directors shall be produced for inspection at the Office (or such other place or places as the Directors may determine from time to time), together with such evidence of the due execution of it as the Directors may require, before the attorney shall be entitled to act under it, and the attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

6-6-6.7. Validity of Vote Given in Accordance With Instrument of Proxy

A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous revocation of the proxy or power of attorney in respect of which the vote is given, provided no intimation in writing of the revocation has been received at the Office before the meeting. A proxy will not be revoked by the principal attending and taking part in the meeting unless such principal actually votes on a particular show of hands or poll at such meeting on the resolution for which the proxy is to be used.

7. DIRECTORS

7.1. Number of Directors

- (a) The number of Directors shall be no less than four (4) nor until otherwise determined by the Company in general meeting more than ~~ten~~^{twelve} (12). Not more than five (5) Directors may be appointed as representatives of an Organisation Member at any one time. Not more than seven (7) persons who are Individual Members may be appointed as Directors at any one time. The Executive Officer may be an Individual Director.

- (b) A person is incapable of being appointed as a Director unless he or she is a natural person who has attained the age of eighteen years. Not less than one (1) Director must be a person ordinarily residing in Australia. A Corporation is not eligible to be appointed a Director of the Company. No more than two employees of the Company ~~that~~ including where applicable the

Executive Officer ~~and the Staff representative~~) may be a Director at any one time.

7.2. Qualification

- (a) A person is incapable of being appointed as a Director unless he or she is:
 - (i) a Member of the Company; or
 - (ii) nominated pursuant to Rule 7.7.
- (b) An Organisation Member must not allow more than one of its officers, nominees, employees, agents or contractors to be a Director at the same time.

Each Individual Member will be entitled, but not required, to be elected as a Director, subject always to Rule 7.1.

~~Tied Positions~~

~~The following Members shall, for so long as they are Members of the Company, and subject to these Rules, have the right to appoint their nominee as a Director:~~

- ~~() The City of Port Phillip (as an Organisation Director); and~~
- ~~() The St Kilda Parish Mission (as an Organisation Director); and~~
- ~~() The Staff (as an individual Director)~~

~~7.4.7.3. Executive Officer~~

Notwithstanding any other provision in these Rules, the person appointed by the Company to be Executive Officer must also be appointed:

- (a) a Secretary of the Company; and
- (b) the public officer of the Company for the purposes of section 252 of the *Income Tax Assessment Act 1936* or any amendment to or replacement of that legislation.

~~7.5.7.4. No Remuneration~~

With the exception of any Director who is also the Executive Officer ~~or Staff Representative~~, Directors will not be remunerated for the provision of their services as Directors. Notwithstanding the foregoing, all reasonable travel, accommodation and other expenses properly incurred by Directors in attending

~~board~~Board meetings and any training approved by the Directors will be reimbursed by the Company.

~~7.6~~7.5. **Term of Office**

(a) A Director will, subject to Rules 9.1 and 9.2, hold office for a period of one year following that Director's appointment or election and will, subject to Rule 7.2, be eligible for re-election. A Director who is appointed to fill a casual vacancy or as an addition to the Board, but so that the number of Directors does not exceed the maximum number determined pursuant to Rule 7.1 may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

~~(a)~~(b)

~~7.7~~7.6. **Nomination**

An Organisation Member nominating a person to be a Director or an individual nominating himself or herself or nominated by another person must lodge at the Office not less than one month before the general meeting at which Directors are to be elected a nomination form signed by the nominee. Any nomination forms received after such time may be accepted by the Directors in their sole and absolute discretion.

~~7.8~~7.7. **Election**

If the number of persons nominated to be Directors of the Company from time to time exceeds the maximum number of persons:

- (a) who may be appointed Directors pursuant to Rule 7.1; or
- (b) who may otherwise be appointed as Directors under these Rules,

Then the person or persons to be appointed as the Director or Directors as the case may be must be decided by the Company in general meeting in the manner specified in these Rules. The Returning Officer will declare the result of such a vote and the person with the most votes will be deemed to be elected as a Director. If two or more persons have the same number of votes and no other person has more votes, the election of the person to be the Director must be decided by a further vote of the Company in general meeting.

~~7.9~~7.8. **Company May Increase or Reduce Directors**

The Company in general meeting may from time to time increase or reduce the number of persons who may be appointed Directors but the minimum shall not be reduced below four and the maximum shall not be increased above ~~twelve~~ten.

Retirement of Appointees

Subject to Rules 7.1 and 7.2 the Directors have power from time to time and at any time to appoint any other persons to be Directors either to fill casual vacancies or as additions to their number but so that the total number of Directors does not at any time exceed the number fixed in accordance with these Rules. Any Director appointed under this Rule may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

7.11.7.10. Continuing Directors to act in Certain Circumstances

If at any time the number of Directors falls below four (4) the continuing Directors may, except as regards an act or matter required to be done in an emergency, only act for the purpose of increasing the number of Directors to four (4) or for calling a general meeting of the Company but for no other purpose.

7.12.7.11. Company Auditor may not act as Director

No person may be appointed as a Director of the Company if the appointment of that person would result in a person who or a firm which is then an auditor of the Company becoming prohibited under the Law from acting as an auditor of the Company.

7.13.7.12. Directors may Contract with Company

Declaration of Interest

- (a) A Director will not be disqualified by that office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be avoided, nor will any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relationship thereby established, but every Director must observe the provisions of the Law relating to the declaration of the interests of the Directors in contracts or proposed contracts with the Company or of any office or property held by the Directors which might create duties or interests in conflict with their duties or interests as Directors.
- (b) A Director must not vote in respect of any contract or arrangement in which he or she has directly or indirectly a personal interest and, if he or she does so vote, that vote will not be counted. That prohibition

extent by the Company in general meeting. A Director who is so

interested in any contract or arrangement may notwithstanding such interest attest the affixing of the Seal to any document evidencing or otherwise connected with such contract or arrangement.

- (c) Any Director having, in the opinion of a majority of Directors at a meeting, a conflict of interest regarding a topic under discussion, shall be required to leave that meeting while the said topic is being discussed and/or voted on.

7.14-7.13. **Director not interested in Some Circumstances**

Notwithstanding anything elsewhere in these Rules contained or implied, for the purposes of Rule 7.13 a Director will not have, or be deemed to have, directly or indirectly, a personal interest in a contract or arrangement between the Company and any subsidiary of the Company by reason only of being a Member or Director of the Company or by being a director or member of any subsidiary provided that the Director has observed the provisions of the Law relating to the disclosure of his or her interest in that contract or arrangement.

7.15-7.14. **Directors and Members may lend to Company**

Any Director or any Member may lend money to the Company at interest, the rate of which is from time to time set by the Directors, with or without security.

8. ALTERNATE DIRECTORS

No Director will be entitled to appoint an alternate to attend meetings in the place of the Director.

9. REMOVAL AND VACATION OF OFFICE OF DIRECTORS

9.1. Office of Directors to be Vacated in Certain Circumstances

The office of a Director will be vacated:-

- (a) upon the Director becoming an insolvent under administration suspending payment generally to creditors or compounding with or assigning the Director's estate for the benefit of creditors;
- (b) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;

addressed to it at the Office;
- (d) if not being duly engaged abroad on the business of the Company or if not having been given leave of absence by the board the Director is

absent from meetings of the board for three consecutive months and the remaining Directors for the time being in Australia have not, within seven days of having been personally served by the Secretary with a notice giving particulars of that absence, resolved that special leave of absence be granted;

- (e) upon the Director being removed from office pursuant to the Law;
- (f) upon the Director being prohibited from being a Director by reason of the operation of the Law;
- (g) if the Director ceases to comply with the qualification requirements set out in Rule 7.2(a).

9.2. Removal by Company

The Company may from time to time by ordinary resolution remove any Director prior to the expiry of his or her term of office and may by ordinary resolution appoint another person instead, provided that all Members are given not less than 21 days' notice in writing of a proposed resolution to remove any Director in the manner set out in Rule 4.3.

10. PROCEEDINGS OF DIRECTORS

10.1. Procedure relating to Directors' Meetings

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided there are never less than 4 Directors present at that meeting. Until otherwise determined by the Directors, not less than half the Directors will form a quorum. A minimum of two (2) days' notice in writing of a meeting of the Directors must be given to all Directors provided that it is not necessary to give any notices of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia. Notice is deemed to have been given to a Director if served at the usual place of residence of that Director or at such other address as may be given to the Secretary by the Director from time to time.

10.2 Use of technology

The Board may hold a technology enabled meeting if:

- a) all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and
- b) those Directors participating by technological means can hear or can hear and read the communications of all other participating Directors.

10.3 Convening of Meetings

The Directors may at any time, and the Secretary, upon the request of a Director must, convene a meeting of the Directors.

At the time appointed for holding the first meeting of Directors after the first annual general meeting of the Company, the Directors present must choose one of their number to be Chairperson of that meeting and all subsequent meetings of the Directors, and the person so chosen will remain Chairperson until such time as the Directors decide to choose another one of their number to be Chairperson save that any one Director may not be Chairperson for more than 5 consecutive years. If at any meeting of Directors the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, or being present, is unwilling to act as Chairperson of the meeting, the Directors present must choose another Director as Chairperson.

10.3. **Votes at Meetings**

- (a) Subject to Rule 10.4(b), questions arising at any meeting of Directors shall be decided by a majority of votes and in the case of an equality of votes the Chairperson will have a casting vote in addition to the vote to which he or she is entitled as a Director.
- (b) ~~The An~~ Executive Officer ~~that is not a director and the nominee of the Staff~~ shall not be entitled to vote on any question arising at any meeting of Directors.

10.4. **Powers of Meetings**

A meeting of the Directors for the time being at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally by or under these Rules.

10.5. **Delegation of Powers to Committees**

The Directors may, by resolution or by power of attorney or writing under the Seal, delegate any of their powers to Committees consisting of such member or members of their body or any person or persons as the Directors think fit to act either in Australia or elsewhere. Any Committee so formed or person or persons so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed by the Directors.

10.6. **Proceedings of Committees**

The meetings and proceedings of any Committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Directors, so far as those provisions are applicable to those meetings and

proceedings and are not superseded by any regulations made by the Directors under Rule 10.6.

10.7 Use of technology

The Board and its Committees may hold a technology enabled meeting if:

- a) all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and

those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors

All acts done at any meeting of the Directors or by a Committee or by any person acting as a Director will, notwithstanding that afterwards it is discovered that there was some defect in the appointment of the Directors or the Committee or persons acting as Directors or any of them or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and continued to be a Director or a member of the Committee (as the case may be).

10.9-10.8. Resolution in Writing

- (a) A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors. For the purposes of this Rule 10.9(a):-
- (i) the reference to "all the Directors" does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution or a director who is not in the country; and
 - (ii) a cable, electronic mail, short message service, telegram, telex, facsimile or other document produced by mechanical or electronic means and bearing a signature of a Director printed with his or her authority by mechanical or electronic means shall be deemed to be a resolution in writing signed by the Director.
- (b) Without limiting the discretion of the Directors to regulate their meetings under Rules 10.1 and 10.9(a), the Directors may if they think fit confer by telephone, closed circuit television or other electronic means of audio or audio-visual communication including video conferencing, and a resolution passed by such a conference shall, notwithstanding the Directors are not present together in one place at the same time, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Rules relating to proceedings of the

Directors apply so far as they are capable of application to such conferences.

11. POWER OF DIRECTORS

11.1. General Powers of Directors

The management and control of the business and affairs of the Company is vested in the Directors, who (in addition to the powers and authorities expressly conferred upon them by these Rules) may exercise all such powers and do all such acts and things which are not hereby or by law expressly

but subject nevertheless to the provisions of these Rules and to any regulations from time to time made by the Company in general meeting, provided that:

- (a) no regulation shall make invalid any prior act of the Directors which would have been valid if such regulation had not been made;
- (b) any sale of the Company's main undertaking will only be made subject to the approval or ratification of that sale by the Company in general meeting; and
- (c) the Company must not make or give to any Director or related party of any Director any payment or other valuable consideration or benefit in connection with the transfer of the whole or any part of the undertaking or property of the Company unless particulars with respect to the proposed payment or consideration (including the amount of the proposed payment or the money value of the proposed consideration or the proposed other benefit) have been disclosed to the Members and the making of the proposed payment (as so disclosed), or the giving of the proposed consideration or proposed other benefit (as likewise disclosed), has been approved by the Company in general meeting.

11.2. Specific Powers of Directors

Without in any way limiting the generality of Rule 11.1 and for the removal of any uncertainty or doubt, the Directors have the following powers:

- (a) to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit;
- (b) to secure the fulfilment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company for the time being or in such other manner as they may think fit;
- (c) to appoint and at their discretion remove or suspend such managers,

secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit;

- (d) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and

or demands by or against the Company;
- (e) to refer any claims or demands by or against the Company to arbitration and observe and perform the awards;
- (f) to make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company;
- (g) to determine who shall be entitled to sign on the Company's behalf receipts, acceptances, endorsements, releases, contracts and documents;
- (h) to provide for the management of the affairs of the Company in any place or country outside Australia in such manner as they think fit, and in particular to appoint any persons to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as the Directors think fit;
- (i) to invest and deal with any of the moneys of the Company not immediately required for its purposes upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments;
- (j) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters referred to in this Rule or otherwise for the purposes of the Company;
- (k) to lend money to the Company at interest with or without security or for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of their office and without being liable to account to the Company for any such commission or profit; and
- (l) from time to time at their discretion, to exercise all of the Company's powers to borrow money and the raise or borrow any sum or sums of money for the purposes of the Company, with or without security.

12. APPOINTMENT OF EXECUTIVE OFFICER AND RETURNING OFFICER

12.1. Appointment of Executive Officer

The Directors may from time to time appoint a person to be the Executive Officer, for such term and at such remuneration as the Directors may from

12.2. Appointment of Returning Officer

The Company in general meeting must elect the Returning Officer for the conduct of any elections that may be held by the Company throughout the year following that general meeting. The Returning Officer must not be the holder of any office in, or be an employee of, the Company and must not during the term of his or her office be a candidate at any election conducted by the Company. If the Returning Officer is unable or unwilling to act as and when required, the Directors may appoint a person to act in his or her place provided that any Returning Officer appointed by the Directors is not the holder of any office in, or an employee of the Company and is not during the term of his or her office a candidate at any election conducted by the Company.

13. MINUTES

13.1. Minutes

The Directors must ensure that minutes of all proceedings of general, Board and committee meetings are recorded in a minute book (which may be kept electronically) within one month after the relevant meeting is held for the purpose of.

~~The Directors shall cause minutes to be duly entered in the Company's books or records/mediums provided for the purpose:~~

- (a) of the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
- (b) of all standing notices made by the Directors and any Committee of Directors; and
- (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and any Committee of Directors;

and any such minutes of any meeting of the Directors or of any Committee of Directors or of the Company, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, will be evidence of the matters stated in such minutes. Those minutes must be entered in the relevant books or medium/records within one month after the relevant meeting is held.

14. SEAL

14.1. Affixing of Seal

The Directors shall provide for the safe custody of the Seal which must not be used except by the authority of a resolution of the Directors. Every instrument to which the Seal is affixed must be signed by a Director and countersigned by

14.2. Official Seal

The Company may from time to time exercise the powers conferred by the Law to have and use an official Sseal and a duplicate Sseal, and those powers are vested in the Directors.

15. CHEQUES, BILLS, ETC

15.1. Negotiable Instruments

All cheques, bills of exchange and promissory notes shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Company by two Directors, or by one Director and the Secretary or some other officer authorised by resolution of and in writing by the Directors, or in such other manner as the Directors may from time to time determine.

16. ACCOUNTS

16.1. Company to Comply with Law

The Company shall comply with the Law with respect to accounts.

17. AUDIT

The Company shall observe the provisions of the Law in relation to the auditing of accounts and the appointment and removal of an auditor or auditors.

18. NOTICES

18.1. Service of Notices

A notice may be given by the Company to any Member personally, by leaving it at the Member's address in the Register, by sending it addressed to the Member at the Member's address in the Register by ordinary prepaid post or if that address is outside Australia by airmail prepaid post or by otherwise communicating it in writing to the Member or by ~~sending it by facsimile transmission to the facsimile number of the Member or by sending it to the~~ electronic address nominated by the Member, provided that where the Company has reason to believe that the Member is now known at the Member's address in

the Register and the Company has subsequently made an enquiry in writing or otherwise at the address in the Register of the Member as to the whereabouts of the Member, which enquiry either elicits no response or a response indicating that the Member or the Member's present whereabouts are unknown, all future notices are deemed to be given to that Member if the

18.2. **When Notice Deemed to be Served**

Any notice sent by post is deemed to have been served at the expiration of forty-eight hours after the envelope or wrapper containing it is posted and in proving that service it is sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. Any notice by advertisement is deemed to have been served on the day of publication of the newspaper containing the advertisement. Any other notice in writing is deemed to have been given on the day of its dispatch or transmission including electronic transmission as the case may be. ~~Any notice sent by facsimile transmission is deemed to have been given at the time and on the date which the Company's facsimile machine records that the facsimile was despatched to the facsimile number of the Member.~~

18.3. **Signature to Notice**

The signature to any notice to be given by the Company may be written or printed.

18.4. **Reckoning of Period of Notice**

Subject to the Law, where a given number of days' notice or notice extending over any other period is required to be given, either the day of service or the day upon which the notice will expire (but not both) will be reckoned in the number of days or other period.

19. **INDEMNITY OF OFFICERS**

19.1. **Indemnity of Officers and Others**

(a) In this Rule 19:

(i) *officer* means:

(A) a Director, Secretary ~~and~~ Executive Officer of the Company;

(B) a receiver, or a receiver and manager, of property of the Company;

~~(C)~~ an administrator of the Company;

~~(E)~~ (D) a liquidator of the Company; or

~~(F)~~(E) a trustee or other person administering a compromise or arrangement made between the Company or another person or other persons; and

- (ii) *related body corporate* has the meaning given to that term in the Corporations Law.
- (b) The Company hereby indemnifies each person who is or has been an officer or auditor of the Company from and against any liability incurred by that person as an officer or auditor of the Company to the extent of that liability:
 - (i) is to a person other than the Company or a related body corporate and does not arise out of conduct involving a lack of good faith; and
 - (ii) is for costs and expenses incurred by that officer or auditor either in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with an application in relation to such proceedings in which the court grants relief to the person under the Corporations Law.
- (c) Notwithstanding any other term of these Rules, the Company may pay insurance premiums in respect of any contract insuring any person who is or has been an officer or auditor of the Company in respect of any liability other than a liability arising out of:
 - (i) conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) improper use of:
 - (A) information acquired by virtue of the position of that officer or auditor as an officer or auditor of the Company; or
 - (B) the position of that officer or auditor as an officer or auditor of that Company

To gain directly or indirectly an advantage for that officer or auditor or for any other person or to cause detriment to the Company but the company may pay insurance premiums in respect of any contract insuring any person who is or has been

20. TRANSITIONAL

20.1. Directors

- (a) The Chairperson and other Directors holding office at the date of the adoption of these Rules will continue, subject to Rules 9.1 and 9.2, to hold office until the next general meeting of the Company.

20.2. Members

Members holding membership as at the date of the adoption of these Rules will continue, subject to Rules 3.8 and 3.9, to be Members.

21. DISSOLUTION

The Company shall not be dissolved except at a general meeting of the Company specially convened to the purpose by the majority of three-quarters of the votes recorded in respect of the same. If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any income or property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objectives similar or in part similar to the objects of the Company and which satisfies the criteria for a public benevolent institution under Item 4.1.1 of Table 30-45(1) in Division 30 of the *Income Tax Assessment Act 1997* or any amendment to that legislation and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Company at or before the dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.